Form (2)

Sr. No. 683

Date 10.8.2017

THE REPUBLIC OF THE UNION OF MYANMAR

The Myanmar Investment Commission

PERMIT

Permit No. 1311/2017 Date 10 August 2017

This Permit is issued by the Myanmar Investment Commission according to the section 13, sub-section (b) of the Republic of the Union of Myanmar Foreign Investment Law-

(a) Name of Investor/Promoter DAW NAN SHWE HAN

(b) Citizenship MYANMAR

(c) Address NO. 38, BETWEEN WAITHARLI PAGODA STREET AND MYAWADI MIN GYI STREET, 69th STREET, (KA) QUARTER,PYIGYITAGON TOWNSHIP, MANDALAY

(d) Name and Address of Principal Organization AUNG KAN BO TRADING COMPANY LIMITED, NO. (156), CORNER OF TWIN THIN TIKE WUN U TUN NYO STREET & BAYINTNAUNG STREET,WARD NO.(64), INDUSTRIAL ZONE(3), SHWEPYITHAR TOWNSHIP, YANGON

(e) Place of incorporation MYANMAR

(f) Type of Investment Business ASSEMBLING, MANUFACTURING AND MARKETING OF MOTORCYCLE AND RELATED ACCESSORIES

(g) Place(s) at which investment is PERMITTED KWIN NO.625-KA KANBE VILLAGE TRACT & KWIN NO.626 YEKYI PAUK VILLAGE TRACT , AMARAPURA TOWNSHIP, MANDALAY REGION

(h) Amount of Foreign Capital US$ 10.5 MILLION

(i) Period for Foreign Capital brought in WITHIN 3 YEARS FROM THE DATE OF ISSUANCE OF MIC PERMIT

(j) Total amount of capital (Kyat) EQUIVALENT IN KYAT OF US$ 21 MILLION (INCLUDING US $ 10.5 MILLION)

(k) Construction period 2 YEARS

(l) Validity of investment permit 50 YEARS

(m) Form of investment JOINT VENTURE

(n) Name of Company incorporated in Myanmar AUNG KAN BO MOTORCYCLE INDUSTRIAL COMPANY LIMITED

10.8.17

Chairman

The Myanmar Investment Commission

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော်
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်
ခွင့်ပြုမိန့်

ခွင့်ပြုမိန့်အမှတ် ၁၃၁၁ / ၂၀၁၇ ၂၀၁၇ ခုနှစ် ဩဂုတ်လ ၂၀ ရက်

ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၁၃၊ ပုဒ်မခွဲ (ခ) အရ ဤခွင့်ပြုမိန့်ကို မြန်မာနိုင်ငံ ရင်းနှီးမြှုပ်နှံမှု ကော်မရှင်က ထုတ်ပေးလိုက်သည်-

(က) ရင်းနှီးမြှုပ်နှံသူ/ကမကထပြုသူ၏အမည် ဒေါ်နန်းရွှေဟန်

(ခ) နိုင်ငံသား မြန်မာ

(ဂ) နေရပ်လိပ်စာ အမှတ်-၃၈၊ ဝေသာလီဘုရားလမ်းနှင့် မြဝတီမင်းကြီးလမ်းကြား၊ (၆၉)လမ်း၊ (က)ရပ်ကွက်၊ ပြည်ကြီးတံခွန်မြို့နယ်၊ မန္တလေးမြို့

(ဃ) ပင်မအဖွဲ့အစည်းအမည်နှင့်လိပ်စာ AUNG KAN BO TRADING COMPANY LIMITED၊ အမှတ်-(၁၅၆)၊ တွင်းသင်းတိုက်ဝန် ဦးထွန်းညိုလမ်းနှင့် ဘုရင့်နောင်လမ်းထောင့်၊(၆၄)ရပ်ကွက်၊ စက်မှုဇုန်(၃)၊ ရွှေပြည်သာမြို့နယ်၊ရန်ကုန်မြို့

(င) ဖွဲ့စည်းရာအရပ် မြန်မာ

(စ) ရင်းနှီးမြှုပ်နှံသည့်လုပ်ငန်းအမျိုးအစား ဆိုင်ကယ်နှင့်ဆိုင်ကယ်အပိုပစ္စည်းများ ထုတ်လုပ်တပ်ဆင်ရောင်းချခြင်းလုပ်ငန်း

(ဆ) ရင်းနှီးမြှုပ်နှံသည့်အရပ်ဒေသ(များ) ကွင်းအမှတ်-၆၂၅-က၊ကမ္ဘဲ့ကျေးရွာအုပ်စု နှင့်ကွင်းအမှတ်-၆၂၆၊ ရေကြည်ပေါက်ကျေးရွာအုပ်စု၊ အမရပူရမြို့နယ်၊ မန္တလေးတိုင်းဒေသကြီး

(ဇ) နိုင်ငံခြားမတည်ငွေရင်းပမာဏ US $ ၁၀.၅ သန်း

(ဈ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာရမည့်ကာလ ကော်မရှင်ခွင့်ပြုမိန့်ရရှိပြီး ၃ နှစ်အတွင်း

(ည) စုစုပေါင်း မတည်ငွေရင်းပမာဏ(ကျပ်) အမေရိကန်ဒေါ်လာ ၂၁သန်းနှင့် ညီမျှသောမြန်မာကျပ်ငွေ (အမေရိကန်ဒေါ်လာ ၁၀.၅ သန်း အပါအဝင်)

(ဋ) တည်ဆောက်မှုကာလ ၂ နှစ်

(ဌ) ရင်းနှီးမြှုပ်နှံခွင့်ပြုသည့် သက်တမ်း ၅၀ နှစ်

(ဍ) ရင်းနှီးမြှုပ်နှံမှုပုံစံ ဖက်စပ်နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု

(ဎ) မြန်မာနိုင်ငံတွင် ဖွဲ့စည်းမည့် ကုမ္ပဏီအမည်
AUNG KAN BO MOTORCYCLE INDUSTRIAL COMPANY LIMITED

20.8.17

ဥက္ကဋ္ဌ
မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

Confidential

Republic of the Union of Myanmar ★ Myanmar Investment Commission ★
Sr. No. 683
Date 10.8.2017

THE REPUBLIC OF THE UNION OF MYANMAR
MYANMAR INVESTMENT COMMISSION
No (1), Thitsar Road, Yankin Township, Yangon

Tel: 01-658128
Fax: 01-658141

Our ref :MIC-3/ FI-1428/2017(683)
Date : 10 August 2017

Subject: Decision of the Myanmar Investment Commission on the Proposal for assembling, manufacturing and marketing of motorcycle and related accessories under the name of Aung Kan Bo Motorcycle Industrial Company Limited .

Reference: Aung Kan Bo Motorcycle Industrial Company Limited Letter dated 13-12-2016

1. The Myanmar Investment Commission, at its meeting (10/2017) held on (11-7-2017), had approved that the proposal for investment in assembling, manufacturing and marketing of motorcycle and related accessories under the name of Aung Kan Bo Motorcycle Industrial Company Limited submitted as a joint venture between Chongqing Yinxiang Motorcycle Group Co., Ltd. (50%) from the People's Republic of China and Aung Kan Bo Trading Company Limited (50%) from the Republic of the Union of Myanmar.

2. Hence, the Permit is herewith issued in accordance with Chapter VII, section 13(b) of Foreign Investment Law and Chapter VIII, Rule 49 of the Foreign Investment Rules relating to Foreign Investment Law. Terms and conditions to the Permit are stated in the following paragraphs.

3. The permitted duration of the project shall be initial 50(fifty) years commencing from the date of the issuance of Myanmar Investment Commission's permit. The term of the Lease Agreement for Land shall be initial 50(fifty) years commencing from the date of signing of the Lease Agreement between Daw Nan Shwe Han (Lessor) and Aung Kan Bo Motorcycle Industrial Company Limited (Lessee) and extendable for two times for 10 years with the consent of the Lessor and the Lessee subject to the approval of Myanmar Investment Commission.

Confidential

4. The annual rent for the land shall be US $ 350,000 (US$ three hundred and fifty million only) calculated at the rate of US $ 5.26 per square meter per year of the land measuring 66449.441square meters (16.42 acres).

5. In issuing this Permit, being carried out within the time frame of the Notification No.123/2016(16-11-2016) issued by the Myanmar Investment Commission, the Commission has granted the following exemptions and reliefs as per Chapter XII, section 27(a), (h), (i) and (k) of Foreign Investment Law. Other exemptions and reliefs under section 27 shall have to be applied upon the actual performance of the project:-

(a) As per section 27(a), income tax exemption for a period of five consecutive years including the year of commencement on commercial production;

(b) As per section 27(h), exemption or relief from customs duty or other internal taxes or both on machinery, equipment, instruments, machinery components, spare parts and materials used in the business, which are imported as they are actually required for use during the period of construction of business;

(c) As per section 27(i), exemption or relief from customs duty or other internal taxes or both on raw materials imported for production for the first three-year after the completion of construction of business;

(d) As per section 27(k), exemption or relief from commercial tax on the goods produced for export.

6. Aung Kan Bo Motorcycle Industrial Company Limited shall have to sign the Lease Agreement for Land with Daw Nan Shwe Han. Moreover, Chongqing Yinxiang Motorcycle Group Co., Ltd. shall have to sign the joint venture agreement with Aung Kan Bo Trading Company Limited. After signing the Agreement, each of (5)copies shall have to be forwarded to the Commission.

7. Aung Kan Bo Motorcycle Industrial Company Limited shall use its best efforts for timely realization of works stated on the proposal. If none of such works has been commenced within one year from the date of issue of this Permit, it shall become null and void.

8. Aung Kan Bo Motorcycle Industrial Company Limited has to abide by Chapter X, Rules 58 and 59 of the Foreign Investment Rules for construction period.

9. As per Chapter X, Rule 61 of the Foreign Investment Rules, extension of construction period shall not be allowed more than twice except it is due to

unavoidable events such as natural disasters, instabilities, riots, strikes, emergency of State condition, insurgency and outbreak of wars.

10. As per Chapter X, Rule 63 of the Foreign Investment Rules, if the investor cannot construct completely in time during the construction period or extension period, the Commission will have to withdraw the permit issued to the investor and there is no refund for the expenses of the project.

11. The investor or promoter shall apply the commencement date of commercial operation with Form (11) for their manufacturing business and report to the Commission in accordance with Foreign Investment Rule 97.

12. Aung Kan Bo Motorcycle Industrial Company Limited shall endeavour to meet the targets for production and export stated in the proposal as the minimum target.

13. The Commission approves periodical appointments of foreign experts and technicians from abroad as per proposal and also in accordance with Chapter XI, section 24 and section 25 of Foreign Investment Law and Aung Kan Bo Motorcycle Industrial Company Limited has to follow the existing Labour Laws for the recruitment of staffs and labour in accordance with Chapter XIII, Rule 84 of the Foreign Investment Rules.

14. In order to evaluate foreign capital and for the purpose of its registration in accordance with the provisions under Chapter XV, section 37 of Foreign Investment Law, it is compulsory to report as early as possible in the following manner:-

(a) the amount of foreign currency brought into Myanmar, attached with the necessary documents issued by the respective bank where the account is opened and defined under Chapter XVI, Rules 134 and 135 of the Foreign Investment Rules;

(b) the detailed lists of the type and value of foreign capital defined under Chapter I, section 2(i) of Foreign Investment Law, other than foreign currency.

15. Whenever Aung Kan Bo Motorcycle Industrial Company Limited brings in foreign capital defined under Chapter I, section 2(i) of Foreign Investment Law, other than foreign currency in the manner of paragraph 14(b)

mentioned above, the Inspection Certificate endorsed and issued by an internationally recognized Inspection Firm with regard to quantity, quality and price of imported materials shall have to be attached.

16. Aung Kan Bo Motorcycle Industrial Company Limited has the right to make account transfer and expend the foreign currency from his bank account in accordance with Chapter XVI, Rule 136 of the Foreign Investment Rules and for account transfer of local currency generated from the business to the local currency account opened at the bank by a citizen or a citizen-owned business in the Union and right to transfer back the equivalent amount of foreign currency from the foreign currency bank account of a citizen or citizen-owned business by submitting the sufficient document in accordance with Chapter XVII, Rule 145 of the Foreign Investment Rules.

17. Aung Kan Bo Motorcycle Industrial Company Limited shall report to the Commission for any alteration in the physical and financial plan of the project. Cost overrun, over and above the investment amount pledged in both local and foreign currency shall have to be reported as early as possible.

18. Aung Kan Bo Motorcycle Industrial Company Limited shall be responsible for the preservation of the environment at and around the area of the project site. In addition to this, it shall carry out as per instructions made by Ministry of Natural Resources and Environmental Conservation in which to conduct an Initial Environmental Examination (IEE) and Environmental Management Plan (EMP) which describe the measure to be taken for preventing, mitigation and monitoring significant environmental impacts resulting from the implementation and operation of proposed project or business or activity. It has to prepare and submit and perform activities in accordance with this EMP and abide by the environmental policy, Environmental Conservation Law and other environmental related rules and procedures.

19. After getting permit from the Myanmar Investment Commission, Aung Kan Bo Motorcycle Industrial Company Limited shall have to be registered at the Directorate of Industrial Supervision and Inspection.

20. After getting permit from the Myanmar Investment Commission, Aung Kan Bo Motorcycle Industrial Company Limited shall apply for registration at

Department of Road Transport Administration, Ministry of Transport and Communication.

21. Aung Kan Bo Motorcycle Industrial Company Limited shall have to abide by the Fire Services Department's rules, regulations, directives and instructions. Moreover, fire prevention measures shall have to undertake such as water storage tank, fire extinguishers and provide training to use the fire fighting equipments and also to appoint fire safety officer.

22. Payment of principal and interest of the loan (if any) as well as payment for import of raw materials and spare parts etc., shall only be made from local sales of Aung Kan Bo Motorcycle Industrial Company Limited.

23. Aung Kan Bo Motorcycle Industrial Company Limited in consultation with Myanma Insurance shall effect such types of insurance defined under Chapter XII, Rules 79 and 80 of the Foreign Investment Rules.

10.8.17

(Kyaw Win)
Chairman

Aung Kan Bo Motorcycle Industrial Company Limited

cc:
1. Office of the Government of the Republic of the Union of Myanmar
2. Ministry of Home Affairs
3. Ministry of Natural Resources and Environmental Conservation
4. Ministry of Labour, Immigration and Population
5. Ministry of Industry
6. Ministry of Commerce
7. Ministry of Planning and Finance
8. Ministry of Transport and Communication
9. Mandalay Region Investment Committee
10. Office of the Mandalay Region Government
11. Director General, Department of Environmental Conservation

12. Managing Director, No.1 Heavy Industry Enterprise
13. Director General, Directorate of Labour
14. Director General, Department of Immigration
15. Director General, Directorate of Industrial Supervision and Inspection
16. Director General, Department of Trade
17. Director General, Directorate of Investment and Company Administration
18. Director General, National Archives Department
19. Director General, Customs Department
20. Director General, Internal Revenue Department
21. Director General, Department of Road Transport Administration
22. Mandalay Region Office, Directorate of Investment and Company Administration